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DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW
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1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

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DEC 29 1995 1 00 PM

TELECOPIER: (202) 371-0900

December 29, 1995

New Recordation No.

Dear Mr. Williams:

On behalf of The CIT Group/Equipment Financing, Inc., I submit for filing and recording under 49 U.S.C., Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a primary document not previously recorded entitled Memorandum of Lease of Railroad Equipment ("Lease"), executed December 24, 1995.

The parties to the enclosed Lease are:

Louis Dreyfus Corporation — LESSOR
Ten Westport Road
Wilton, CT 06897-0810

The CIT Group/Equipment Financing, Inc. — LESSEE
1211 Avenue of the Americas
New York, New York 10036

The said Lease, among other things, acts to lease by the Lessor to the Lessee the hopper cars as identified in Schedule 1 thereto.

The equipment covered by the instant Lease is the equipment covered in Schedule 1 thereto.

A short summary of the Lease to appear in the ICC Index is as follows:

"Lease of hopper cars."

Enclosed is a check in the amount of twenty one dollars (\$21.00) in payment of the filing fees.

Counterparts - 4/1/96

confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

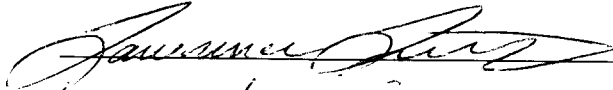
IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By:

Name:

Title:



LAWRENCE LITIGIOLIS

Vice President

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 29th day of December, 1995 before me personally appears Lawrence E. Littlefield, to me personally known, who by me duly sworn, says that he/she is the Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


Notary Public

[SEAL]

My Commission expires:

MARIAN MAITEY
Notary Public, State of New York
No. 012061572
Qualified in New York County
Commission Expires 2-3-96

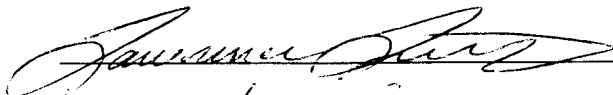
IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By:

Name:

Title:



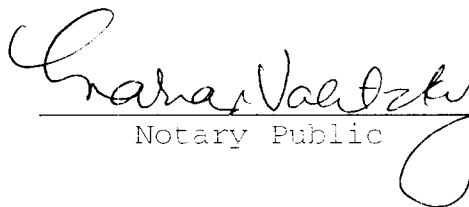
LAWRENCE LITKEFICUS

Vice President

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS:

On this 29th day of December, 1995 before me personally appears Lawrence E. Littlefield, to me personally known, who by me duly sworn, says that he/she is the Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

[SEAL]

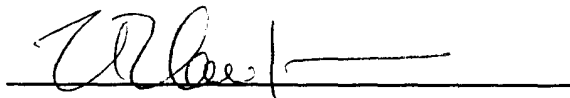
My Commission expires:

MARIAN VALITKY
Notary Public, State of New York
No. 112091572
Qualified in New York County
Commission Expires 2-3-96

IN WITNESS WHEREOF, the parties hereto have caused this Document to be executed by a duly authorized officer as of the day and year first above written.

LOUIS DREYFUS CORPORATION

By:

A handwritten signature in dark ink, appearing to read 'Kevin Kaufman', is written over a horizontal line.

Name:

Kevin Kaufman

Title:

Vice President

DISTRICT OF COLUMBIA) ss

On this 28th day of December, 1995, before me personally appeared Kevin Kaufman, to me personally known, who being duly sworn, says that he is a Vice President of LOUIS DREYFUS CORPORATION, that the foregoing document was signed on December 28, 1995 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dona J. Palmer
Notary Public

My expires March 14, 1998

SCHEDULE 1
To Memorandum

marks: Used hopper cars bearing the following identification

BN 465438	LDCX020660
LDCX020617	LDCX020661
LDCX020618	LDCX020662
LDCX020619	LDCX020663
LDCX020620	LDCX020664
LDCX020621	LDCX020665
LDCX020622	LDCX020666
LDCX020623	LDCX020667
LDCX020624	LDCX020668
LDCX020626	LDCX020670
LDCX020627	LDCX020671
LDCX020628	LDCX020673
LDCX020629	LDCX020674
LDCX020630	LDCX020675
LDCX020631	LDCX020676
LDCX020632	LDCX020677
LDCX020633	LDCX020678
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DISTRICT OF COLUMBIA) SS.:

CERTIFICATE OF TRUE COPY

I, Allen H. Harrison, Jr., a member of the Bars of the District of Columbia and the Commonwealth of Virginia, do hereby certify that I have compared the attached document with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature this 29th day of December, 1995.

Allen H. Harrison Jr.

Subscribed and sworn to before me
this 29th day of December, 1995

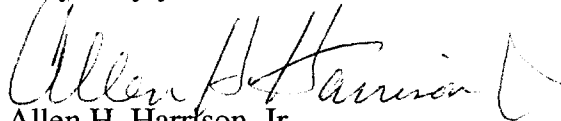
Delores L. Kutch.
Notary Public, D.C.

My Commission Expires

My Commission Expires February 14, 1997

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.

*Attorney for the purpose of
this filing for The CIT Group/
Equipment Financing, Inc.*

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

BY-HAND

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